

RECORDATION NO. 14241-6  
FILED  
SEP 4 '98 10-55 AM

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ATTORNEYS AT LAW  
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SUITE 200  
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)  
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20006-2973

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OF COUNSEL  
URBAN A. LESTER

September 4, 1998

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are seven (7) copies of a Statement of New Reporting Marks, dated September 1, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreements, Equipment Leases and other documents associated therewith which were previously filed with the Commission/Board under Recordation Number 14241.

The name and address of the party to the enclosed document are:

Borrower/Lessee: Consolidated Rail Corporation  
2001 Market Street  
Philadelphia, Pennsylvania 19101

A description of the locomotives with original reporting marks and numbers and new reporting marks and number is set forth on Schedule B attached to the Statement.

*C. Queen's part - Betty G. Jones*

SEP 4 10 51 AM '98

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

Mr. Vernon A. Williams  
September 4, 1998  
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", written in a cursive style.

Robert W. Alvord

RWA/bg  
Enclosures

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

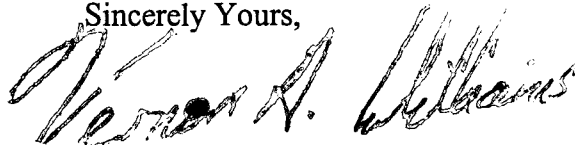
Robert W. Alvord  
Alvord And Alvord  
918 Sixteenth Street, NW., Ste. 200  
Washington, DC., 20006-2973

DATE: 9/4/98

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301  
and 49 CFR 1177.3(c), on 9/4/98 at 10:55AM ✓, and  
assigned recordation number(s). 11303-E, 14098-D, 14187-A, 14241-G, 14327-B, 14639-G,  
14867-C, 14891-G, 14993-F, 15596-G, 16288-B, 16500-C,  
16553-C, 16946-E, 16947-E, 17348-F, 17349-F, 17350-F,  
18132-F, 18133-F, 18134-A, 18357-J, 18449-A, 18870-B,  
19487-F, 19488-F, 19489-C, 19623-D, 19708-A, 20034-F,  
20035-F and 20036-C.

Sincerely Yours,



Vernon A. Williams

Enclosure(s)(32)

832.00

\$\_\_\_\_\_ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature\_\_\_\_\_



RECORDATION NO. 14241-G FILED

SFP 4 '98 10:55 AM

STATEMENT OF NEW REPORTING MARKS dated as of  
September 1, 1998, by CONSOLIDATED RAIL CORPORATION, a Pennsylvania  
corporation (hereinafter called "Conrail"),

Conrail is party to that certain agreement specified in Item 1 of Schedule A hereto (hereinafter called the "Lease"), with the party specified in Item 2 of Schedule A hereto (hereinafter called the "Lessor"), covering the units of railroad equipment specified in Schedule B hereto (hereinafter called the, subject Equipment) and certain other units of railroad equipment.

Evidence of the Lease has been recorded with the Surface Transportation Board or the Interstate Commerce Commission on the date specified in Item 3 of Schedule A hereto, and assigned the recordation number specified in Item 4 of Schedule A hereto.

Certain obligations of Conrail under the Lease and the subject Equipment have been assigned and granted as security by the Lessor, pursuant to that certain agreement(s) specified in Item 5 of Schedule A hereto (hereinafter called the "Security Agreement(s)"), with the party specified in Item 6 of Schedule A hereto (hereinafter called the "Secured Party").

Evidence of the Security Agreement(s) has been recorded with the Surface Transportation Board or the Interstate Commerce Commission on the date specified in Item 7 of Schedule A hereto, and assigned the recordation number specified in Item 8 of Schedule A hereto.

Conrail contemplates changing the reporting marks of the Subject Equipment as indicated on the attached Schedule B. All the marks are assigned to Conrail or an affiliate of Conrail by the Association of American Railroads.

Conrail is executing this statement of new reporting marks and recording the same with the Surface Transportation Board pursuant to section 11301 of Title 49 of the United States Code to show for the public record both such reporting marks, and to preserve the protection of the rights afforded to the Lessor and the Secured Party in the Subject Equipment by said section 11301, when, if, as and whether such reporting marks are changed.

CONSOLIDATED RAIL CORPORATION

by Thomas J. McStodden

## SCHEDULE A

Item 1, Lease:

dated as of November 18, 1983

Item 2, Lessor:

State Street Bank and Trust Company, 2 International Place,  
Boston, MA 02110, as successor to Connecticut Bank and Trust  
Company, One Constitution Plaza, Hartford, CT 06115, acting not  
in its individual capacity but solely as trustee for Citicorp Railmark, Inc, as  
successor to J. P. Morgan Interfunding Corporation under that certain  
Trust Agreement dated as of November 18, 1983

Item 3, date of recordation of lease:

December 30, 1983

Item 4, recordation number of lease:

14241

Item 5, Security Agreements:

dated as of November 18, 1983

Item 6, Secured Party:

The Bank of New York, 101 Barclay Street, New York, NY 10286 as  
successor to Mercantile-Safe Deposit and Trust Company, Two Hopkins  
Plaza, P. O. Box 2258, Baltimore, MD 21203

Item 7, date of recordation of Security Agreements:

December 30, 1983

Item 8, recordation number of Security Agreements:

14241

**Schedule B**

**Original Reporting  
Marks and Identifying  
Numbers**

**New Reporting  
Marks and Identifying  
Numbers**

**Original Reporting  
Marks and Identifying  
Numbers**

**New Reporting  
Marks and Identifying  
Numbers**

CR 6742  
CR 6743  
CR 6745  
CR 6748  
CR 6749  
CR 6750  
CR 6752  
CR 6753  
CR 6754  
CR 6755  
CR 6761  
CR 6762

PRR 5423  
PRR 5424  
PRR 5425  
PRR 5426  
PRR 5427  
PRR 5428  
PRR 5429  
PRR 5430  
PRR 5431  
PRR 5432  
PRR 5433  
PRR 5434

CR 6765  
CR 6766  
CR 6769  
CR 6770  
CR 6772  
CR 6773  
CR 6774  
CR 6775  
CR 6776  
CR 6777  
CR 6778

PRR 5435  
PRR 5436  
PRR 5437  
PRR 5438  
PRR 5439  
PRR 5440  
PRR 5441  
PRR 5442  
PRR 5443  
PRR 5444  
PRR 5445

Schedule B

**Original Reporting  
Marks and Identifying  
Numbers**

**New Reporting  
Marks and Identifying  
Numbers**

**Original Reporting  
Marks and Identifying  
Numbers**

**New Reporting  
Marks and Identifying  
Numbers**

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CR 6746  
CR 6747  
CR 6751  
CR 6756  
CR 6757  
CR 6758

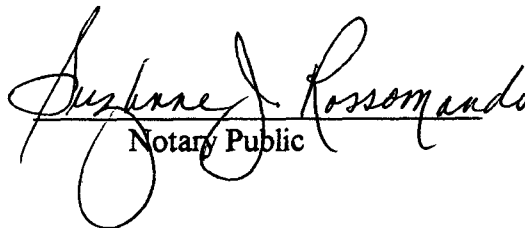
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CR 6768  
CR 6771  
CR 6779

NYC 8669  
NYC 8670  
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NYC 8674  
NYC 8675  
NYC 8676

COMMONWEALTH OF PENNSYLVANIA )  
 ) SS.:  
COUNTY OF PHILADELPHIA )

On this *1st* day of September 1998, before me personally appeared Thomas J. McFadden, to me personally known, who, by me being duly sworn, says that he is Treasurer of CONSOLIDATED RAIL CORPORATION, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

My commission expires:

NOTARIAL SEAL Suzanne J. Rossomando, Notary Public City of Philadelphia, Phila. County My Commission Expires June 28, 1999
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